

RECORDATION NO. 17946-I FILED

FEB 03 '06

10-53 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

February 2, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Instrument of Lease Termination, dated as of January 24, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Commission under Recordation Number 17946.

The name and address of the party to the enclosed document are:

Lessor:	ICX Corporation 2 Summit Park Drive, Suite 300 Cleveland, Ohio 44131
Lessee:	Union Pacific Railroad Company 1400 Douglas Street Omaha Nebraska 68179-1580

Mr. Vernon A. Williams
February 2, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

200 refrigerator cars: VCY 25000 – VCY 25199.

A short summary of the document to appear in the index is:

Instrument of Lease Termination.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

FEB 03 '06

10-53 AM

INSTRUMENT OF LEASE TERMINATION (the "INSTRUMENT"), dated as of January 24, 2006, is made between ICX Corporation ("ICX"), as successor lessor, and Union Pacific Railroad Company ("UPRR"), as successor lessee.

WITNESSETH

WHEREAS, a Memorandum of Lease Agreement, dated February 1, 1992, as to Schedule No. 1 made pursuant to that certain Lease Agreement dated as of February 1, 1992, each by and between Greenbrier Railcar, Inc., Lessor, and Southern Pacific Transportation Company and St. Louis Southwestern Railway Company, Lessee (the Schedule, as it incorporates the Lease Agreement, is referred to herein as the "Lease"), was filed with the Interstate Commerce Commission (the "Commission"), now known as the Surface Transportation Board (the "Board"), on September 25, 1992 at 11:05 a.m. under Recordation Number 17946 for Two hundred (200) mechanical refrigerator cars bearing marks and numbers VCY 25000 through VCY 25199, inclusive.

WHEREAS, a Memorandum of Assignment Agreement, dated January 15, 1993, between Greenbrier Railcar, Inc., Assignor, and Sequel Aircraft Leasing Corporation, Assignee, was filed with the Commission on January 15, 1993 at 1:05 p.m. under Recordation Number 17946-A.

WHEREAS, a Bill of Sale, dated January 15, 1993, from Greenbrier Railcar, Inc., Seller, to Sequel Aircraft Leasing Corporation, Purchaser, was filed with the Commission on January 15, 1993 at 1:05 p.m. under Recordation Number 17946-B.

WHEREAS, a Memorandum of Assignment of Agreement, dated September 29, 1995, from Sequel Railcar Leasing Corporation, Assignor, to The First National Bank of Maryland, Assignee, was filed with the Commission on September 29, 1995 at 1:55 p.m. under Recordation Number 17946-C.

WHEREAS, a Bill of Sale, dated September 29, 1995, from Sequel Railcar Leasing Corporation, Seller, to The First National Bank of Maryland, Buyer, was filed with the Commission on September 29, 1995 at 1:55 p.m. under Recordation Number 17946-D.

WHEREAS, a Memorandum of Assignment of Schedule No. 1, Schedule No. 2 and Schedule No. 3 to Lease Agreement, dated as of June 29, 1999, from FMB Bank (f/k/a The First National Bank of Maryland), Assignor, to ICX Corporation, Assignee, was filed with the Board on June 30, 1999 at 1:30 p.m. under Recordation Number 17946-E.

WHEREAS, a Memorandum of Lease of Schedule No. 1 to that certain Lease Agreement dated as of dated February 1, 1992, deleting the railcar bearing the mark and number VCY 25105, was filed with the Board on October 20, 2000 at 2:14 p.m. under Recordation Number 17946-F.

WHEREAS, a Memorandum of Lease of Schedule No. 1 to that certain Lease Agreement dated as of dated February 1, 1992, amending the railcar marks and numbers, was filed with the Board on March 19, 2002 at 2:25 p.m. under Recordation Number 17946-G.

WHEREAS, as an Instrument of Partial Lease Termination dated October 21, 2005, was filed by Lessor with the Board on October 21, 2005 at 3:45 p.m. under Recordation Number 17946-H.

NOW, THEREFORE, in consideration of the premises:

ICX and UPRR do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations arising under the Lease with respect to the Equipment, except for such obligations intended to survive the termination or expiration of the Lease.

This INSTRUMENT may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, ICX and UPRR have executed or caused this INSTRUMENT to be executed as of the date first above written.

ICX CORPORATION

By: *Dennis J. Diemer*
Dennis J. Diemer

Its: Vice President

UNION PACIFIC RAILROAD COMPANY

By: *Diane Knapp*

Its: *Sr Manager Leasing*

STATE OF OHIO)
) ss.
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by DENNIS J. DIEMER its VICE PRESIDENT who acknowledged that he signed the foregoing Instrument of Partial Lease Termination and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 1st day of FEBRUARY, 2006.

Debra A. Grim
Notary Public for
DEBRA A. GRIM
My Commission Expires STATE OF OHIO
NOTARY PUBLIC
My commission expires Dec. 3, 2006

State of Nebraska)
) ss:
County of Douglas)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Union Pacific Railroad Company, a Delaware corporation (the "Corporation"), by Duane Knapp its Sr. Manager-Leasing who acknowledged that he signed the foregoing Instrument of Partial Lease Termination and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Omaha, Nebraska, this 30th day of January, 2006.

Deborah L. Vornbrock
Notary Public for _____
My Commission expires 1/15/08

